SEC 1972 (6-02)

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

SEC	USE ON	LY
Prefix		Serial
DAT	E RECEI	VED

Filing Under (Check box(es) that apply)	[] <u>Rule 504</u> [] <u>Ru</u>	rle 505 [X]	Rule 506	[ ] Section 4(6)	[ ] ULOE	
Type of Filing: [X] New Filing [] A	nendment			(	229	354
	A. BASIC IDE	ENTIFICATION	DATA			
. Enter the information requested abou	t the issuer		**///**********************************	ACCESSED AND ACCESSED AND ACCESSED ACCESSEDA	error medicaliset mierialakaataka anamandeeleeta anamandeeleeta anamandeeleeta anamandeeleeta anamandeeleeta a	PROCES!
Name of Issuer ([ ] check if this is an a Guggenheim <i>PLUS</i> II L.P.	mendment and name has chang	ed, and indicate	change.)		j	APR 29 200
		AND THE RESERVE OF CHICAGO AND	CANCEL CONTRACTOR OF STREET, S	**************************************	9001MP9174004460044600044444446666600000	THOMSON
			•	cluding Area Code) <b>21-4999</b>		FINANCIAL
C/o Guggenheim Real Estate LLC, 48 Address of Principal Business Operatio	Mt. Vernon Street, Winchester	r, MA 01890	(781) 7	21-4999	rea Code) (if di	FINANCIAL fferent from
Address of Principal Business Operatio Executive Offices)  Brief Description of Business	Mt. Vernon Street, Winchesterns (Number and Street, City, Sta	r, MA 01890 ate, Zip Code) T	(781) 7 elephone N	21-4999 lumber (Including A		
Address of Principal Business Operation Executive Offices)  Brief Description of Business  To conduct real estate investment actions.	Mt. Vernon Street, Winchesterns (Number and Street, City, Sta	r, MA 01890 ate, Zip Code) T	(781) 7 elephone N	21-4999 lumber (Including A		
Address of Principal Business Operation Executive Offices)  Brief Description of Business To conduct real estate investment active of Business Type of Business Organization	Mt. Vernon Street, Winchesterns (Number and Street, City, Sta	r, MA 01890 ate, Zip Code) T	(781) 7 elephone N	21-4999 lumber (Including A	real estate acti	
C/o Guggenheim Real Estate LLC, 48 Address of Principal Business Operatio Executive Offices)  Brief Description of Business To conduct real estate investment ac	Mt. Vernon Street, Winchesterns (Number and Street, City, State of Street), State of Street (Street), State of Street	r, MA 01890 ate, Zip Code) T ctivities incider dy formed	(781) 7 elephone N	21-4999 lumber (Including A	real estate acti	
Address of Executive Offices (Number C/o Guggenheim Real Estate LLC, 48 Address of Principal Business Operatio Executive Offices)  Brief Description of Business To conduct real estate investment active of Business Organization  [ ] corporation [ ] business trust	Mt. Vernon Street, Winchesterns (Number and Street, City, State it vities and any business or activities and activities activities and activities activities and activities activ	r, MA 01890 ate, Zip Code) T ctivities incider dy formed	(781) 7 elephone N	21-4999 lumber (Including A	real estate acti	

### **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

# A. BASIC IDENTIFICATION DATA

### 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [X] Promoter [] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual) Guggenheim Real Estate LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) 48 Mt. Vernon Street, Winchester, MA 01890	
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ X ]	General and/or Managing Partner
Full Name (Last name first, if individual) Guggenheim <i>PLUS</i> II GP LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) Full Name (Last name first, if individual) 48 Mt. Vernon Street, Winchester, MA 01890	
Check Box(es) that Apply: [ ] Promoter [ X ] Beneficial Owner [ ] Executive Officer [ ] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Maine Health Access Foundation	
Business or Residence Address (Number and Street, City, State, Zip Code) 116 Community Drive, Hoxie Building, 1 <sup>st</sup> Floor, Augusta, ME 04330	
Check Box(es) that Apply: [ ] Promoter [ X ] Beneficial Owner [ ] Executive Officer [ ] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Hospice of Palm Beach County, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code) 5300 East Avenue, West Palm Beach, FL 33407	
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	он моницинальный моницинальный моницинальный моницинальный моницинальный моницинальный моницинальный моницинал

Check Box(es) that Apply:	[] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner	
Full Name (Last name first, i	f individual)	nakanakan ara yaran <del>ara 1900 bilan </del>	na katalan kanangan (1707 min tertamban kanangan kanangan tertamban kanangan kanangan kanangan kanangan kanang	alle of the secret secret contractions and the secret secret secret secret secret secret secret secret secret	storius - mono us aceministratus (Alberta See Alberta de ace ace ace ace ace a per in the storius storius (Alb	bio <del>odali. Jiraalo</del> o is <del>alaa sah</del> oo laajo sii sol <del>aa s</del> ood
Business or Residence Add	ress (Number and	d Street, City, State, Zip	Code)		ta a iku a sak a ka a iki sa ta ta iki sa ta ta iki sa ta ta iki sa ta	
Check Box(es) that Apply:	[] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner	- Parkette et alle et
Full Name (Last name first,	f individual)	остойный профила мене до нуж с стот невой «Тотойной «Тотойной» «Тотойной «Тотойной «Тотойной «Тотойной «Тотойн	an ann an Aireann an Aireann an Aireann an Aireann ann an Aireann ann an Aireann an Aireann an Aireann an Aire			***************************************
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)	on y 3 480 AM Met in VIII American evanta natura na nagara na sagara na sagara na sagara na sagara na sagara n	an in the state of	<u></u>
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner	
Full Name (Last name first,	f individual)		it i per - Juris per I- per i red tre distribution de la red tre de la constant d	<del>a valancia e consista consista con e</del> consista de acesta e consista e e consista e e e consista e e e e e e e e		THE PROPERTY OF THE PROPERTY O
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)	<u></u>	entre consultation, a la financia de la recenta de desta de la financia de la recenta de la financia de la fin	noonulusko siin dalakina oleenke su, <del>seki</del> n su, <del>seke</del> n soo
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner	
Full Name (Last name first,	if individual)	menumen yang op comput myang menumen period of the second	ан ороно ком, ууданы этом этом этом этом от	oppes, in the common first to be about the temperature of the about the common first to the common first t	no ka 2013 sir salah in Ord Milli Ord Ministri Kristland Malamanda salah salah salah salah salah salah salah s	arternorman, <del>et</del> t. // 14 <del>4</del> 4-arternorman, and <del>ett.</del>
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)	radio Medica es escara de decembros en descripcios de defendos estados en desde en el contra en el contra en e	tte varante, muses sud tit til sinder er det klinte til til han sen til til til storfte flyre kvis og skille s sud til til til det til til til til til til til til til ti	
Check Box(es) that Apply:	[] Promoter	[ ] Beneficial Owner	[] Executive Officer	[ ] Director	[ ] General and/or Managing Partner	
Full Name (Last name first,	if individual)	<b>anderson i se en en</b>	ann air an Congil I deir riothean air ain air an t-òr air air air air air air air air air ai			A COMPANY OF THE PROPERTY OF THE PARTY OF TH
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)	m mener die Vertre von Anderstande des States des Anderstands des Anderstands des Anderstands des Anderstands d	ay mara di sayan na hiya kahiri ilinin hadikisinda di saka di kahiri dalamaran ya sasasunin sa Mili di waka ka	
Check Box(es) that Apply:	[] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner	# 100 MC 100 MA 2 CM 2 M 10 M
Full Name (Last name first,	if individual)	<b>anadas que que para esta al</b> imática de concernada el que conceido de comercio	rengana en engan e 14 meto e esta de desenda en en en esta en esta en entre en entre en entre en entre en entre			
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)	म् २५५ ते तत्त्व तत् राज्यस्य व्यवस्थानस्य स्थापनास्य स्थापनास्य स्थापनास्य स्थापनास्य स्थापनास्य स्थापनास्य स	erronne en meneral and the deserve of the annual section and the environmental and the annual and the annual and the annual and the annual ann	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

***************************************		*****************		00K.00.00.00.00.00.00.00.00.00.00.00.00.	a contact on the contact of the cont		MONTO POLICIA DE LA CONTRACTOR DE LA CON	00000000000000000000000000000000000000	ernore macrosernayes conseigness	F7000000000000000000000000000000000000		
************************************	#77#C*FC*H### 401#71*C*F* HE 116WS H	**************************************	OTOGOWANO NA CONCENTRATION OF A STOCK TO SECOND	overna waa o o orenaa oo o aree yee o oo	E	3. INFORM	ATION AE	BOUT OFF	ERING			
1. Has	the issuer	sold, or d	oes the is:	suer inten	d to sell, to	non-accre	edited inves	stors in this	offering?	******		Yes No
				Answer	also in App	endix, Col	umn 2, if fi	ling under	ULOE.			
2. Wha	t is the mi	nimum inv	estment tl	hat will be	accepted	from any ir	ndividual?					
*Unles	s waived	by the Ge	eneral Pai	tner								\$ <u>1,000,000*</u>
3. Does	s the offer	ing permit	joint owne	ership of a	single uni	t?						Yes No
commis person states,	ssion or si to be liste list the na	milar remued is an as me of the	ineration f sociated p broker or	for solicitat person or a dealer. If r	tion of pure agent of a l more than	chasers in broker or d five (5) per	connection ealer regis	with sales tered with t listed are a	directly or of securitie the SEC ar associated	es in the of nd/or with a	fering. If a state or	. , ,
Full Na N/A	me (Last i	name first,	if individu	ıal)								
Busine	ss or Resi	đence Ado	dress (Nur	mber and	Street, City	∕, State, Zi <sub>l</sub>	p Code)	t de l'est distanting des de l'est de l	ne : entercommentario entera decidações entendades	proposition of the contract of	anga maga waka mana saka di mananananana	
Name	of Associa	ted Broke	r or Deale	Γ	30000000000000000000000000000000000000	this allower is a present the contract of the	report doctor and supplied you desired the contractions of the contraction of the contrac	er ( en ( 1940-1908) ( 1960-1908) ( 1960-1908) ( 1960-1908) ( 1960-1908) ( 1960-1908) ( 1960-1908) ( 1960-1908)	EPISSOCO PPISBOSKO MICHARIA AMARIANO M		nocialeurous encorpo Ponenio Consolir Conserva	BOOLDE BOOKEN ON THE STATE BY THE SAME AND AND ANALYSIS AND ANALYSIS AND THE SAME SAME SAME SAME SAME SAME SAME
						Solicit Pur	rchasers	**************************************		90000900900400004000000 <del>00000</del> 000	804/35/26/2 <mark>4/4</mark> /48 78 (79 74 44 74 74 74 74 74 74 74 74 74 74 74	
		s" or chec	k individu	al States)						[	] All State	S
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last	name first,	if individu	ıal)								
Busine	ss or Resi	dence Ade	dress (Nu	mber and	Street, City	, State, Zi	p Code)				nov recounterace and an analysis of the second and	NOS, CONTRACTOR CONTRA
Name	of Associa	ted Broke	r or Deale	r		200.0460 HE1000000 NO.080000460 HE10000 NO.0800	olekon kolek ekonolek (ö. 1. 11. 11. 11. 11. 11. 11. 11. 11. 11		nnoon ( <b>a.</b> an an anasaan <del>a</del> n maagaagaan	<del>encente</del> en <mark>alle en e</mark> ncente en		
						Solicit Pur	rchasers	Octobrosianista (1921 controlleration) (1921 controlleration) (1921 controlleration)	audulleeure var facustrussaan staanvaar staat	**************************************	1 011 04-1	
							וחכז	(DC)	re i		] All State	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)
r]	رت	رحات	1 1 1 73	r	[]	1	F - 1 - 1			1 1	1	and the second s

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

	Aggregate Offering Price	Amount Already
Type of Security	Offering Price	Sold
Debt	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
[ ] Common [ ] Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>500,000,000</u>	\$ <u>5,599,000</u>
Other (Specify).	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>500,000,000</u>	\$ <u>5,599,000</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	<u>2</u>	\$ 5,599,000
Non-accredited Investors	<u>0</u>	\$ 0
Total (for filings under Rule 504 only)	-	· -
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	Type of	Dollar Amount
Type of offering	Security	Sold
Rule 505	-	
Regulation A	-	_
Rule 504	_	
Total	_	_
i Q(al		
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		[] \$ <u>0</u>
Printing and Engraving Costs		[] \$ <u>0</u>
Legal Fees		[X] \$ <u>0</u> *
Accounting Fees		[] \$ <u>0</u>
Engineering Fees		[] \$ <u>0</u>
Sales Commissions (specify finders' fees separately)		[] \$ <u>0</u>
Other Expenses (identify)		[] \$ <u>0</u>
Total		[X] \$ <u>0</u> *
1000		(2-) 4 <u>4 -</u>

<sup>\*</sup>All expenses in connection with the issuance and distribution of the securities in this offering will be borne by Guggenheim Real Estate LLC.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 500,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$ <u>0</u>	[]\$ <u>0</u>
Purchase of real estate	[]\$ <u>0</u>	[]\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	[ ] \$ <u>0</u>	[]\$ <u>0</u>
Construction or leasing of plant buildings and facilities	[]\$ <u>0</u>	[]\$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$ <u>0</u>	[]\$ <u>0</u>
Repayment of indebtedness	[]\$ <u>0</u>	[]\$ <u>0</u>
Working capital	[]\$ <u>0</u>	[]\$ <u>0</u>
Other (specify): To purchase investments for the partnership and pay operating expenses of the partnership	[]\$ <u>0</u>	[X]\$ <u>500,000,000</u>
Column Totals		[X]\$ <u>500,000,000</u>
Total Payments Listed (column totals added)	[ X]	] \$ <u>500,000,000</u>

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
Guggenheim <i>PLUS</i> II L.P.	Guggenheim <i>PLUS</i> II L.P.  By: Guggenheim <i>PLUS</i> II GP LLC, its General Partner  By:	April <u>17</u> , 2003
	m. duf Della Fico	
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Michael Della Fera	Authorized Agent	

ATTENTION	**************************************
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.	C. 1001.)